

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

January 23, 2001

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001



Dear Mr. Williams:

Enclosed are two (2) originals of a Memorandum of Amendment to Lease ("Memorandum"), evidencing **Amendment No. 3** dated as of March 3, 2000, to the Full Maintenance Lease Agreement dated November 24, 1997, as amended, between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: National Specialty Aggregates, LLC
2665 E. Desert Lane
Gilbert, AZ 85234

Guarantor: Pebble Technology, Inc.
7950 East Acoma Drive #105
Scottsdale, AZ 85260

A short summary of the document to appear in the index follows:

Memorandum of Amendment to Lease evidencing **Amendment No. 3** dated as of March 3, 2000 to the Full Maintenance Lease Agreement dated November 23, 1997, as amended, between Helm Financial Corporation as Lessor and National Specialty Aggregates, LLC as Lessee and Pebble Technology, Inc. as Guarantor, covering seventeen (17) railcars from within the series **HLMX 4541-4788** (ni).

Please file this Memorandum as a secondary document to Recordation No. **21568-B** filed on February 23, 1999. A check covering the filing fee of twenty-seven dollars (\$27.00) is enclosed.

Yours truly,

Alison Drain

Alison Drain
Document Administrator

/ad

Enclosures (2)

etb/nsm/nsm001.3

ad/01/23/01

RECORDATION NO. **21568-C** FILED

FEB 7 '01 9-03 AM

TS
SURFACE TRANSPORTATION BOARD

RECORDATION NO. 21568-C FILED

FEB 7 '01 9-03 AM

MEMORANDUM OF
AMENDMENT TO LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF AMENDMENT OF LEASE OF RAILROAD EQUIPMENT ("Memorandum") dated as of March 3, 2000 is intended to evidence Amendment No. 3 dated as of March 3, 2000 to the Full Maintenance Lease Agreement dated as of November 24, 1997 ("Lease") among HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), NATIONAL SPECIALTY AGGREGATES, LLC, an Arizona limited liability corporation ("Lessee"), and PEBBLE TECHNOLOGY, INC., an Arizona corporation ("Guarantor"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. The Lease was filed under Recordation No. 21568 on August 10, 1998. Lessor has the right to lease the rail equipment, more fully described in Schedule A.3 hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

NATIONAL SPECIALTY AGGREGATES, LLC

By: John F. Dains
Name: John F. Dains
Title: President

By: Mark Turley
Name: MARK TURLEY
Title: GENERAL MANAGER

GUARANTOR

PEBBLE TECHNOLOGY, INC.

By: R. W. Wilson
Name: R. W. WILSON
Title: VICE PRESIDENT

SCHEDULE A.3

To the Memorandum of Amendment to Lease Dated March 3, 2000

THE UNITS

Equipment Description:

Seventeen (17), 4000 cubic foot, 100-ton, three pocket, six outlet gate covered hopper railcars.

Unit Numbers

HLMX 4630
HLMX 4634
HLMX 4638
HLMX 4655
HLMX 4658
HLMX 4688
HLMX 4689
HLMX 4673
HLMX 4711
HLMX 4717
HLMX 4738
HLMX 4745
HLMX 4748
HLMX 4752
HLMX 4754
HLMX 4772
HLMX 4788

8 ADDITIONAL UNITS

Equipment Description:

Eight (8), 4000 cubic foot, 100-ton, three pocket, six outlet gate covered hopper railcars built by Magor in 1967.

Unit Numbers

HLMX 4511
HLMX 4538
HLMX 4619
HLMX 4665
HLMX 4674
HLMX 4728
HLMX 4733
HLMX 4762



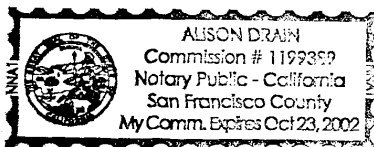
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On January 22nd, 2001, before me, Alison Drain, personally
appeared John F. Dains, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

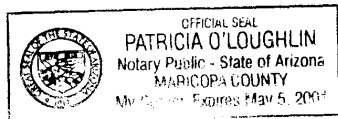
STATE OF ARIZONA)
) S.S.
COUNTY OF Maricopa)

On January 17, 2001, before me, Patricia O'Loughlin,
personally appeared Mark Turley, of **NATIONAL**
SPECIALTY AGGREGATES, LLC,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Patricia O'Loughlin
SIGNATURE OF THE NOTARY

[Notarial Seal]

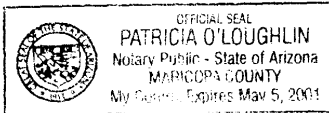
STATE OF ARIZONA)
) S.S.
COUNTY OF MAHICOPA)

On JANUARY 15, 2001, before me, Patricia O'Loughlin,
personally appeared RAYMOND WILLIAM WILSON, of PEBBLE
TECHNOLOGY, INC.,

✓ personally known to me -OR-

 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Patricia O'Loughlin
SIGNATURE OF THE NOTARY

[Notarial Seal]

[Handwritten mark]